

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On June 15, 2010, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Reorganized Debtors' Statement of Disputed Issues with Respect to Proofs of Claim Numbers 10123 and 10393 (Heraeus Entities) ("Statement of Disputed Issues - Heraeus Entities") (Docket No. 20246) [a copy of which is attached hereto as Exhibit C]
- 2) Reorganized Debtors' Statement of Disputed Issues with Respect to Proof of Administrative Expense Claim Number 19573 (Eashonda D. Williams) ("Statement of Disputed Issues - Eashonda D. Williams") (Docket No. 20247) [a copy of which is attached hereto as Exhibit D]
- 3) Reorganized Debtors' Amended and Restated Statement of Disputed Issues with Respect to Proofs of Claim Numbers 15679 and 15681 (Fry's Metals, Inc., a Cookson Electronics Company) ("Amended and Restated Statement of Disputed Issues - Fry's Metals") (Docket No. 20248) [a copy of which is attached hereto as Exhibit E]

On June 15, 2010, I caused to be served the document listed below upon the parties listed on Exhibit F hereto via overnight mail:

- 4) Reorganized Debtors' Statement of Disputed Issues with Respect to Proofs of Claim Numbers 10123 and 10393 (Heraeus Entities) ("Statement of Disputed Issues - Heraeus Entities") (Docket No. 20246) [a copy of which is attached hereto as Exhibit C]

On June 15, 2010, I caused to be served the document listed below upon the parties listed on Exhibit G hereto via overnight mail:

- 5) Reorganized Debtors' Statement of Disputed Issues with Respect to Proof of Administrative Expense Claim Number 19573 (Eashonda D. Williams) ("Statement of Disputed Issues - Eashonda D. Williams") (Docket No. 20247) [a copy of which is attached hereto as Exhibit D]

On June 15, 2010, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via overnight mail:

- 6) Reorganized Debtors' Amended and Restated Statement of Disputed Issues with Respect to Proofs of Claim Numbers 15679 and 15681 (Fry's Metals, Inc., a Cookson Electronics Company) ("Amended and Restated Statement of Disputed Issues - Fry's Metals") (Docket No. 20248) [a copy of which is attached hereto as Exhibit E]

Dated: June 18, 2010

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 18th day of June, 2010, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 3/20/11

EXHIBIT A

Post-Emergence Master Service List

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EXHIBIT B

Post-Emergence Master Service List

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EXHIBIT C

Hearing Date: August 12, 2010
Hearing Time: 10:00 a.m. (prevailing Eastern time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
	:	
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REORGANIZED DEBTORS' STATEMENT OF DISPUTED ISSUES
WITH RESPECT TO PROOFS OF CLAIM NUMBERS 10123 AND 10393
(HERAEUS ENTITIES)

("STATEMENT OF DISPUTED ISSUES – HERAEUS ENTITIES")

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), hereby submit this Statement Of Disputed Issues (the "Statement of Disputed Issues") With Respect To Proofs Of Claim Numbers 10123 And 10393 filed by the Heraeus Entities¹ and respectfully represent as follows:

Background

1. On October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), ASEC Manufacturing General Partnership ("ASEC"), and Delphi Mechatronic Systems, Inc. ("Mechatronics") (collectively, the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Court").

2. Prior to the Petition Date, certain of the Debtors manufactured and sold various products to the Heraeus Entities (the "Delphi Products").

3. Prior to the Petition Date, the Heraeus Entities manufactured and sold various products to the Debtors (the "Heraeus Products").

4. On or about December 6, 2005, the Heraeus Entities asserted certain rights of setoff pursuant to section 553 of the Bankruptcy Code and that certain Mutual Setoff Agreement, dated August 10, 2005, by and between certain of the Heraeus Entities and the Debtors (the "Setoff Request").

¹ The Heraeus Entities include (a) Heraeus Amersil, Inc. aka Heraeus Tenevo ("Heraeus Amersil"), (b) Heraeus, Inc., Circuit Metals Division aka Heraeus Cermalloy, Inc., and Heraeus, Inc. Cermalloy Division (collectively, "Heraeus Circuit Metals Division"), (c) Heraeus Precious Metals, LLC ("Heraeus Precious Metals"), (d) Heraeus Metal Processing, Inc. ("Heraeus Metal Processing,"), and (e) Heraeus, Inc., Circuit Materials Division a/k/a Heraeus Cermalloy, Inc., and Heraeus, Inc., Cermalloy Division (collectively, "Heraeus Circuit Materials Division,")

5. On July 21, 2006, Heraeus Metal Processing filed proof of claim number 10123 against ASEC asserting an unsecured non-priority claim in the amount of \$322,860.53 arising from, among other things, the sale of Heraeus Products ("Claim 10123").

6. On July 24, 2006, Heraeus Circuit Materials Division filed proof of claim number 10393 against Mechatronics asserting an unsecured non-priority claim in the amount of \$594,923.93 arising from, among other things, the sale of Heraeus Products ("Claim 10393" and together with Claim 10123, the "Claims"). As acknowledged in the attachment to Claim 10393, Heraeus Precious Metals owes DAS LLC a receivable of \$488,660.90 (the "Receivable").

7. On October 31, 2006, the Debtors objected to the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

8. On November 21, 2006, the Claimant filed Heraeus' Response To The Debtors' Second Omnibus Objection To Claims And Third Omnibus Objection To Claims (Docket No. 5652) (the "Response").

9. On or about April 30, 2007, Heraeus Metal Processing transferred Claim 10123 to Contrarian Funds, LLC ("Contrarian") and Heraeus Circuit Metals transferred Claim 10393 to Liquidity Solutions, Inc. ("LSI").

10. On or about May 4, 2007, LSI transferred Claim 10393 to SPCP Group, L.L.C., as agent for Silver Point Capital Fund L.P., and Silver Point Capital Offshore Fund, Ltd. ("Silver Point," and collectively with the Heraeus Entities and Contrarian, the "Claimant").

11. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi, DAS LLC, Mechatronnics, and ASEC emerged from chapter 11 as DPH Holdings Corp., DPH-DAS LLC, DPH-Mechatronic Systems, LLC, and ASEC Manufacturing General Partnership, respectively. Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

12. On June 8, 2010, the Reorganized Debtors filed the Notice Of Claims Objection Hearing With Respect To Debtors' Objection To Proofs Of Claim Numbers 10123 and 10393 (Heraeus Entities) (Docket No. 20232), scheduling an evidentiary hearing on the merits of the Claims for August 12, 2010, at 10:00 a.m. (prevailing Eastern Time) in this Court.

Disputed Issues

A. The Debtors Do Not Owe Claimants The Amount Asserted In The Proofs Of Claim

13. The Claimant asserts (i) in Claim 10393 that Mechatronics owes the Claimant \$594,923.93 based on goods sold and (ii) in Claim 10123 that ASEC owes the Claimant \$322,860.53 based on good sold. The Reorganized Debtors have reviewed the information attached to the Proofs of Claim and the Response and dispute the amount asserted in each Claim.

14. Claim 10393. On September 28, 2007, Claim 10393 was capped at zero pursuant to the this Court's Order Pursuant To 11 U.S.C. §§ 105(a) And 502(c) (A) Estimating And Setting Maximum Cap On Certain Contingent Or Unliquidated Claims And (B) Approving Expedited Claims Estimation Procedures (Docket No. 9685).

15. In addition, Claim 10393 was duplicative of proof of claim number 10394 ("Claim 10394"), which was asserted in the same exact amount as Claim 10393. Claim 10394 was ordered allowed as a general unsecured non-priority claim in the amount of \$503,252.02 pursuant to this Court's Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 (I) Expunging (A) Certain Salaried Pension And OPEB Claims, (B) Certain Wage And Benefit Claims, And (C) Certain Individual Workers' Compensation Books And Records Claims And (II) Modifying And Allowing Certain Claims (Docket No. 18932). Because the underlying claim asserted in Claim 10393 has been satisfied by the allowance of Claim 10394, Claim 10393 should be disallowed and expunged in its entirety. Furthermore, as acknowledged in the attachment to Claim 10393, Heraeus Precious Metals owes DPH-DAS LLC the total sum of \$488,660.90 as settlement of the Receivable.

16. Claim 10123. Based upon the Debtors' various accounts payable records, \$306,172.40 of the amounts reflected in Claim 10123 have been paid due to cure payments made pursuant to section 365 of the Bankruptcy Code. This cure payment was made in the form of wire number 3709300290JO0000, which was wired on October 17, 2008 to Heraeus Metal Processing. Therefore, \$306,172.40 should be subtracted from the amount claimed against ASEC.

17. After taking into account the above-referenced deductions to the Proof of Claim, the Debtors reconciled the Claim 10123 as illustrated in the following chart:

<u>Claimant's Asserted Amount</u>		\$322,860.53
<u>Modifications</u>	Cure Payment	(\$306,172.40)
<u>Reconciled Amount</u>		\$16,688.13

18. ASEC Manufacturing General Partnership does not dispute the remaining \$16,688.13 of Claim 10123 and requests that Claim 10123 be reduced to and allowed as a general unsecured non-priority claim against ASEC Manufacturing General Partnership in the amount of \$16,688.13.

Reservation Of Rights

19. This Statement Of Disputed Issues is submitted by the Reorganized Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Reorganized Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Reorganized Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim(s) and (b) the Reorganized Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim.

WHEREFORE the Reorganized Debtors respectfully request that this Court enter an order (a) disallowing and expunging proof of claim number 10393 in its entirety, (b) allowing proof of claim number 10123 as a general unsecured non-priority claim against ASEC Manufacturing General Partnership in the amount of \$16,688.13, (c) requiring Heraeus Precious Metals to pay DPH-DAS LLC the total sum of \$488,660.90 as settlement of the Receivable within ten (10) days following entry of the order, and (d) granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York
June 15, 2010

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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- and -

By: /s/ Kayalyn A. Marafioti
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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

EXHIBIT D

Hearing Date: August 12, 2010

Hearing Time: 10:00 a.m. (prevailing Eastern time)

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DPH Holdings Corp. Legal Information Website:
<http://www.dphholdingsdocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
	:	
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REORGANIZED DEBTORS' STATEMENT OF DISPUTED
ISSUES WITH RESPECT TO PROOF OF ADMINISTRATIVE EXPENSE
CLAIM NUMBER 19573 (EASHONDA D. WILLIAMS)

("STATEMENT OF DISPUTED ISSUES – EASHONDA D. WILLIAMS")

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), hereby submit this Statement Of Disputed Issues (the "Statement Of Disputed Issues") With Respect To Proof Of Administrative Expense Claim Number 19573 filed by Eashonda D. Williams ("Claimant") and respectfully represent as follows:

Background

1. On October 8 and 14, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") (collectively, the "Debtors"), predecessors of the Reorganized Debtors, filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

2. On August 13, 2009, Claimant filed administrative expense claim number 19573 (the "Proof of Claim") against DAS LLC. The Proof of Claim asserts an administrative priority claim in an unliquidated amount for workers compensation (the "Claim").

3. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

4. On March 19, 2009, the Reorganized Debtors objected to the Proof of Claim pursuant to the Reorganized Debtors' Forty-Sixth Omnibus Objection Pursuant To 11

U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge Certain Administrative Expense (A) Books And Records Claims, (B) Methode Electronics Claims, (C) State Workers' Compensation Claims, (D) Duplicate State Workers' Compensation Claims, (E) Workers' Compensation Claims, (F) Transferred Workers' Compensation Claims, (G) Tax Claims, (H) Duplicate Insurance Claims, And (I) Severance Claims, (II) Disallow And Expunge (A) A Certain Duplicate Workers' Compensation Claim, (B) A Certain Duplicate Tax Claim, And (C) A Certain Duplicate Severance Claim, (III) Modify Certain Administrative Expense (A) State Workers' Compensation Claims And (B) Workers' Compensation Claims, And (IV) Allow Certain Administrative Expense Severance Claims (Docket No. 19711) (the "Forty-Sixth Omnibus Claims Objection").

5. On April 15, 2010, Mississippi Workers' Compensation Individual Self-Insurer Guaranty Association filed the Response of Mississippi Workers' Compensation Individual Self-Insurer Guaranty Association to the Reorganized Debtor's Forty-Sixth Omnibus Claims Objection Claim No. 19573 (Eashonda D. Williams) (Docket No. 19851) (the "Response").

Disputed Issues

A. DAS LLC Does Not Owe Claimant Any Amount
In Connection With The Proof Of Claim

6. Ms. Williams asserts in the Proof of Claim that DAS LLC owes her an unliquidated amount for workers' compensation. The Reorganized Debtors have reviewed the information attached to the Proof of Claim and the Response and dispute that they owe Ms. Williams any amount for workers' compensation.

7. Based on a claim for workers' compensation filed with Delphi (Claim #A918200320-0001-01), Ms. Williams, a former Delphi employee, alleges that on April 3, 2009, she suffered a lumbar strain while on the job. The Delphi Benefits Department has reviewed the claim and found it to be invalid.

8. Ms. Williams submitted a receipt in the amount of \$699.00 for her Emergency Room visit following her alleged injury and Delphi has paid this bill in full. Ms. Williams has submitted no further documentation in support of her claim, and accordingly, the claim should be disallowed and expunged in its entirety.

Reservation Of Rights

9. This Statement Of Disputed Issues is submitted by the Reorganized Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order") and Order Pursuant To 11 U.S.C. §§ 105(a) And 503(b) Authorizing Debtors To Apply Claims Objection Procedures To Address Contested Administrative Expense Claims (Docket No. 18998) (the "Administrative Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order and the Administrative Claims Objection Procedures Order, the Reorganized Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Reorganized Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim and (b) the Reorganized Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim.

WHEREFORE the Reorganized Debtors respectfully request that this Court enter an order (a) expunging administrative expense claim No. 19573 in its entirety and (b) granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York
June 15, 2010

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
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By: /s/ Kayalyn A. Marafioti
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Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

EXHIBIT E

Hearing Date: August 12, 2010

Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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- and -

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
	:	(Jointly Administered)
Reorganized Debtors.	:	
	:	
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REORGANIZED DEBTORS' AMENDED AND RESTATED STATEMENT OF DISPUTED
ISSUES WITH RESPECT TO PROOFS OF CLAIM NUMBERS 15679 AND 15681
(FRY'S METALS, INC., A COOKSON ELECTRONICS COMPANY)

("AMENDED AND RESTATED STATEMENT OF DISPUTED ISSUES – FRY'S METALS")

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), hereby submit this Amended And Restated Statement Of Disputed Issues With Respect To Proofs Of Claim Numbers 15679 And 15681 filed by Fry's Metals, Inc., a Cookson Electronics Company ("Fry's Metal") (the "Amended Statement Of Disputed Issues") and respectfully represent as follows:

Background

1. On October 8 and 14, 2005 (the "Petition Dates"), Delphi Corporation ("Delphi") and certain of its affiliates (collectively, the "Debtors"), including Delphi Automotive Systems LLC ("DAS LLC"), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended.

2. On July 31, 2006, Fry's Metal filed proof of claim no. 15679 ("Proof of Claim No. 15679") against Delphi. Proof of Claim No. 15679 asserts an unsecured non-priority claim in the amount of \$12,284.59 for the sale of goods ("Claim 15679").

3. On July 31, 2006, Fry's Metal filed proof of claim no. 15681 ("Proof of Claim No. 15681," together with Proof of Claim No. 15679, the "Proofs of Claim") against DAS LLC. Proof Of Claim No. 15681 asserts an unsecured non-priority claim in the amount of \$58,228.25 for the sale of goods ("Claim 15681," together with Claim 15679, the "Claims").¹

¹ On July 31, 2006, Fry's Metals also filed proof of claim number 15680 ("Proof of Claim No. 15680") against Delphi Connection Systems ("DCS"), asserting an unsecured non-priority claim in the amount of \$4,625.00 arising from goods sold ("Claim 15680") and proof of claim number 15682 ("Proof of Claim No. 15682") against Delphi Mechatronic Systems, Inc. ("Mechatronic"), asserting an unsecured non-priority claim in the amount of \$14,615.98 arising from goods sold ("Claim 15682"). On July 31, 2006, Specialty Coatings Systems Inc. ("Specialty Coatings") filed proof of claim number 15683 ("Proof of Claim No. 15683") against DAS LLC, asserting an unsecured non-priority claim in the amount of \$76,385.97 arising from goods sold ("Claim 15683").

4. On May 22, 2007, the Debtors objected to the Proofs of Claim pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection"). Pursuant to the Fifteenth Omnibus Claims Objection, the Debtors also objected to Proof of Claim No. 15683, filed by Specialty Coatings.

5. On June 18, 2007, Fry's Metal filed Fry's Metals, Inc., A Cookson Electronics Company's Response To Debtors' Fifteenth Omnibus Claims Objection (Docket No. 8317) (the "Response"). Specialty Coatings did not file a response to the Fifteenth Omnibus Claims Objection with respect to the Debtors' objection to Proof of Claim No. 15683 and Proof of Claim No. 15683 was disallowed and expunged.

6. On September 14, 2007, Specialty Coatings filed its Memorandum Of Law In Support For Motion For, Inter Alia, Reconsideration Pursuant To 11 U.S.C. 502(j) And Fed. Bankr. Rule 3008, Or Alternatively, To Vacate, Pursuant To Fed. Rule 60(b) And Fed. Bankr. Rule 9006, Order Signed On June 29, 2007 (Pacer Item 8443) Disallowing And Expunging Certain Claims Identified In Fifteenth Omnibus Claims Objection, Disallowing And Expunging, Inter Alia, Proof Of Claim No. 15683 Of Specialty Coatings, Inc. And Reinstatement Of Proof Of Claim Number 15683 (Docket No. 9362) (the "Motion to Reconsider Claim 15683").

7. On November 27, 2007, the Debtors filed the Notice Of Claims Objection Hearing With Respect To Debtors' Objections To Proofs Of Claim Nos. 15679 And 15681 (Fry's Metals, Inc., A Cookson Company) (Docket No. 11132), scheduling a claims objection hearing

(the "Claims Objection Hearing") for purposes of holding an evidentiary hearing on the merits of the Proofs of Claim for January 31, 2008. The Claims Objection Hearing was subsequently adjourned to a later date, pending ongoing settlement negotiations between the parties.

8. On December 4, 2007, the Debtors' filed Debtors' Statement Of Disputed Issues With Respect To Proofs Of Claim Numbers 15679 And 15681 (Fry's Metals, Inc., A Cookson Electronics Company) (Docket No. 11267) (the "2007 Statement Of Disputed Issues"). A copy of 2007 Statement Of Disputed Issues is attached hereto as Exhibit A and incorporated fully herein by reference.

9. On December 11, 2007, this Court held a hearing on, among other things, the Motion to Reconsider Claim 15683. At the hearing, the Debtors announced that they would withdraw the Fifteenth Omnibus Claims Objection so that Claim 15683 could be reinstated. In re Delphi Corp., Hr'g Tr. at 23-24, Dec. 11, 2007. The Debtors made clear, however, that resolving the Motion to Reconsider Claim 15683 "related to a reconciliation between affiliated suppliers of Fry's Metal and Specialty Coatings Systems." Id. at 23. Moreover, on account of the reconciliation, once Claim 15683 "is reinstated for Specialty Coatings, there will be a corresponding credit against the Fry's [Metal] account under the [Debtors] books and records." Id. at 24.

10. On January 23, 2008, Cabella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein, P.C., counsel to Fry's Metals and Specialty Coatings, sent a letter to this Court (the "Fry's January 23, 2008 Chambers Letter") requesting, among other things, that the Court adjourn the evidentiary hearing with respect to Claims and a teleconference with this Court to "provide the parties clarification as to the procedural mechanism in which the Debtors can seek its alleged affirmative claim."

11. On January 24, 2008, the Debtors responded to Fry's January 23, 2008 Chambers Letter (the "Response Letter To Chambers"). The Response Letter To Chambers addressed issues relating to the failure of Fry's Metals to comply with the procedures set forth in the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order") and the proposed adjournment of the evidentiary hearing on the Claims.

12. On January 25, 2008, the Debtors and counsel to Fry's Metals and Specialty Coatings had a conference call with this Court. As a result of the call and the guidance received by this Court, the parties moved forward on a global settlement resolving (i) the Claims, (ii) the Motion to Reconsider Claim 15683 and (iii) the associated credit to the Debtors for wire transfers exceeding the balance owed to Fry's Metal in connection with the Claims. Subsequent attempts to negotiate an agreed order resolving these issues have proved unsuccessful. Accordingly, on June 8, 2010, the Reorganized Debtors re-noticed the Claims for a Claims Objection Hearing on August 12, 2010.

13. On October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from

chapter 11 as the Reorganized Debtors.² Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." (Modified Plan § 9.6.)

Disputed Issues

14. As set forth above, the 2007 Statement Of Disputed Issues is incorporated fully herein by reference.

A. Delphi And DAS LLC Do Not Owe Fry's Metal The Amount Asserted In The Claims

15. Fry's Metals has failed to adequately support its claims and establish that the Debtors owe an outstanding liability to Fry's Metals in the amount asserted in the Proofs of Claim. (See 2007 Statement Of Disputed Issues at ¶¶ 6-8.)

B. DAS LLC Has Overpaid Any Amounts Owed To Fry's Metals

16. Furthermore, Fry's Metals has introduced no evidence to rebut the Debtors' records provided to Fry's Metals and showing that due to overpayment, Delphi and DAS LLC (or their assigns, as applicable), are entitled to a credit in the amount of \$76,385.97 towards postpetition shipments for wire transfers exceeding the balance owed to Fry's Metal. (See 2007 Statement Of Disputed Issues at ¶¶ 6-8.)

Reservation Of Rights

17. This Amended Statement Of Disputed Issues is submitted by the Reorganized Debtors pursuant to paragraph 9(d) of the Claims Objection Procedures Order. Consistent with the provisions of the Claims Objection Procedures Order, the Reorganized

² In connection with the consummation of the Modified Plan, Delphi, DAS LLC, Mechatronic and DCS each emerged from chapter 11 as DPH Holdings Corp., DPH-DAS LLC, DPH Mechatronic Systems, LLC and DPH Connection Systems, LLC, respectively.

Debtors' submission of this Amended Statement Of Disputed Issues is without prejudice to
(a) the Reorganized Debtors' right to later identify and assert additional legal and factual bases
for disallowance, expungement, reduction, or reclassification of the Claims and (b) the
Reorganized Debtors' right to later identify additional documentation supporting the
disallowance, expungement, reduction, or reclassification of the Claims.

WHEREFORE the Reorganized Debtors respectfully request that this Court enter an order (a) disallowing and expunging the Proofs of Claim Numbers 15679 and 15681, (b) granting the Reorganized Debtors (or such other party entitled to receive such credit pursuant to the Modified Plan) a credit in the amount of \$76,385.97 and (c) granting the Reorganized Debtors such other and further relief as is just.

Dated: New York, New York
June 15, 2010

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
155 North Wacker Drive
Chicago, Illinois 60606

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti
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New York, New York 10036

Attorneys for DPH Holdings Corp., et al.,
Reorganized Debtors

Exhibit A

Hearing Date: January 31, 2008
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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DEBTORS' STATEMENT OF DISPUTED ISSUES WITH RESPECT
TO PROOFS OF CLAIM NUMBERS 15679 AND 15681
(FRY'S METALS, INC., A COOKSON ELECTRONICS COMPANY)

("STATEMENT OF DISPUTED ISSUES – FRY'S METALS, INC.")



Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Statement Of Disputed Issues (the "Statement Of Disputed Issues") With Respect To Proofs Of Claim Numbers 15679 And 15681 filed by Fry's Metals, Inc., a Cookson Electronics Company ("Fry's Metal") and respectfully represent as follows:

Background

1. On October 8 and 14, 2005 (the "Petition Date"), the Debtors, filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

2. On July 31, 2006, Fry's Metal filed proof of claim no. 15679 ("Proof of Claim No. 15679") against Delphi. Proof of Claim No. 15679 asserts an unsecured non-priority claim in the amount of \$12,284.59 for the sale of goods ("Claim 15679").

3. On July 31, 2006, Fry's Metal filed proof of claim no. 15681 ("Proof of Claim No. 15681," together with Proof of Claim No. 15679, the "Proofs of Claim") against DAS LLC. Proof Of Claim No. 15681 asserts an unsecured non-priority claim in the amount of \$58,228.25 for the sale of goods ("Claim 15681," together with Claim 15679, "the Claims").

4. On May 22, 2007, the Debtors objected to the Claims pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims

Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (Docket No. 7999) (the "Fifteenth Omnibus Claims Objection").

5. On June 18, 2007, Fry's Metal filed Fry's Metals, Inc., A Cookson Electronics Company's Response To Debtors' Fifteenth Omnibus Claims Objection (Docket No. 8317) (the "Response").

Disputed Issues

A. Delphi And DAS LLC Do Not Owe Fry's Metal The Amount Asserted In The Proofs Of Claim

6. Fry's Metal asserts in the Proofs of Claim that Delphi and DAS LLC owe Fry's Metal a total of \$70,512.84 for goods sold. Delphi and DAS LLC have reviewed the information attached to the Proofs of Claim and the Response and dispute the amount asserted in the Claims.

7. Wire Payments. During the weeks before the Petition Date, the Debtors implemented advance payment agreements to numerous vendors to ensure a continuous supply of parts and services. As such, delays and backlogs developed in the process used to post wire transfers to Delphi's and DAS LLC's main accounts payable system, which is called the Disbursement Analysis Control and Online Reporting System (or DACOR System). The DACOR System is used to pay all of Delphi's and DAS LLC's vendors as well as maintain all payable records. Additionally, the DACOR System distributes approvals to users, generates checks, prepares payment vouchers that are sent to vendors, automates journal entries and inputs those entries into the general ledger, and automates account distributions. The DACOR System will deduct advance payments from ordinary course payments if the advances are posted in time. In some instances, the delays in the DACOR System prevented wire transfer advances from

being posted to the DACOR System before the invoices came due. Here, the Debtors' records show that the amounts asserted in the Claims were not only paid in full, but in fact, Delphi and DAS LLC overpaid the amount owed to the Fry's Metal. Moreover, Delphi and DAS LLC are entitled to a credit in the amount of \$76,385.97 towards postpetition shipments for wire transfers exceeding the balance owed to Fry's Metal.

8. After taking into account the above-referenced deductions to the Proof of Claim, the Debtors reconciled the Proof of Claim as illustrated in the following chart:

<u>Claimant's Asserted Amount</u>		\$70,512.84
<u>Modifications</u>	Paid Invoices	(\$70,512.84)
	Overpayment	(\$76,385.97)
<u>Reconciled Amount</u>		(\$76,385.97)

Reservation Of Rights

9. This Statement Of Disputed Issues is submitted by the Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the

Claim(s) and (b) the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim(s).

WHEREFORE the Debtors respectfully request that this Court enter an order (a) disallowing and expunging the Proofs of Claim in their entirety, (b) granting the Debtors a credit in the amount of \$76,385.97 towards postpetition shipments, and (c) granting the Debtors such other and further relief as is just.

Dated: New York, New York
December 4, 2007

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

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EXHIBIT F

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EXHIBIT G

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DPH Holdings Corp.
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EXHIBIT H

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